



DONELAN CLEARY  
WOOD & MASER, P.C.

August 31, 1998

RECEIVED  
SURFACE TRANSPORTATION  
BOARD

AUG 31 2 45 PM '00

RECORDATION NO. 21438-A FILED

Recordation No. 21438-A

AUG 31 '98

2-45 PM

Dear Mr. Williams:

On behalf of Flex Leasing Corporation, I submit for filing and recording under 49 U.S.C. § 11301(a) and the regulations applicable thereunder, executed counterparts of a secondary document, not previously recorded, entitled Memorandum of Supplement ("Supplement"), executed August 31, 1998.

The parties to the enclosed Supplement are:

Flex Leasing Corporation - LESSOR  
Suite 300  
234 Front Street  
San Francisco, CA 94111

CSX Transportation, Inc. - LESSEE  
J-220, Treasury Department  
500 Water Street  
Jacksonville, Florida 32202

The said Supplement, among other things, acts to add the equipment listed in Annex A to an existing lease, a memorandum of which is filed under Recordation No. 21438, and the Supplement should be filed under the next available letter under Recordation No. 21438, which letter we believe to be "-A."

The equipment covered by the instant Supplement is as identified in Annex A thereto (copy attached), namely forty six mill gondola cars.

A short summary of the Supplement to appear in the Surface Transportation Board Index is as follows:

"Covers 46, 66' mill gondolas, MS numbers as listed in Annex A."

Please enter under this Recordation No. the following cross index reference:

"See Recordation No. 21092-G."

Enclosed is a check in the amount of fifty-two dollars (\$52.00) in payment of the filing fee (\$26.00) and the cross indexing fee (\$26.00).

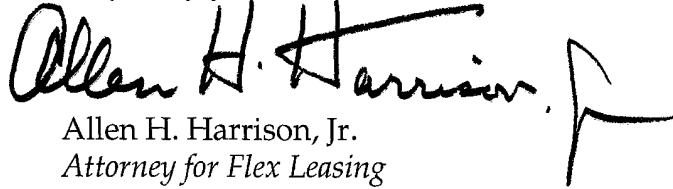
ATTORNEYS AND COUNSELORS AT LAW

1100 New York Avenue, Suite 750, N.W., Washington, D.C. 20005-3934, Tel: 202-371-9500, Fax: 202-371-0900

*Counterparts to A. Williams*

Once the filing has been made, please return to bearer the stamped counterpart(s) of the document not required for filing purposes, together with the letter/fee receipt from the Surface Transportation Board acknowledging the filing, and the two extra copies of this letter of transmittal.

Very truly yours,

A handwritten signature in black ink, reading "Allen H. Harrison, Jr." with a stylized flourish at the end.

Allen H. Harrison, Jr.  
*Attorney for Flex Leasing  
Corporation, for the purpose  
of this filing.*

Honorable Vernon A. Williams  
Secretary  
Surface Transportation Board  
Washington, D.C. 20423

Enclosures

BY HAND

8357-020

## ANNEX A

### **Description of Equipment**

Forty Six (46) 66' Mill Gondola Railcars all of which have the following car initials and numbers (all numbers are inclusive):

MS 6643  
MS 6649  
MS 6653  
MS 6656 - MS 6658  
MS 6660 - MS 6699

## MEMORANDUM OF SUPPLEMENT

AUG 31 '98

2-45 PM

**FLEX LEASING CORPORATION** filed (i) that certain Memorandum of Lease with (a) the Surface Transportation Board, Recordation No. 21438, on May 28, 1998 and (b) the Registrar General of Canada on the 29th day of May, A.D. 1998 at 2:55 p.m. relating to the lease described below:

That certain lease (the "Lease") dated as of May 28, 1998, **FLEX LEASING CORPORATION**, a Delaware corporation ("Lessor"), having its chief executive office at 234 Front Street, Suite 300, San Francisco, California 94111, **CSX TRANSPORTATION, INC.**, a Virginia corporation ("Lessee"), having its chief executive office at 500 Water Street, J-220, Treasury Department, Jacksonville, Florida 32202.

Lessor and Lessee have added additional railcars to the lease and wish to supplement the Memorandum of Lease.

On May 28, 1998, Lessor leased to Lessee the additional railcars as identified in the attached Annex A.

[Remainder of page intentionally left blank.]

IN WITNESS THEREOF, this Memorandum of Supplement has been duly executed on this the 31<sup>st</sup> day of AUGUST, 1998.

**FLEX LEASING CORPORATION**

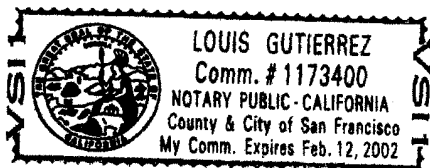
By: Ross Sullivan  
Name: Ross Sullivan  
Title: Treasurer

STATE OF CALIFORNIA            )  
  ) SS:  
COUNTY OF SAN FRANCISCO    )

On this the 26<sup>th</sup> day of Aug, 1998, personally came before me Ross Sullivan, who, being by me duly sworn, says he is Treasurer of FLEX LEASING CORPORATION and that said writing was signed on the date hereof by him on behalf of said corporation by its authority duly given. And the said Treasurer acknowledged the said writing to be the act and deed of said corporation.

WITNESS my hand and notarial seal, this the 26<sup>th</sup> day of Aug, 1998.

SEAL



Louis Gutierrez  
Notary Public  
My commission expires: 2/12/2002

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Forty Six (46) 66' Mill Gondola Railcars all of which have the following car initials and numbers (all numbers are inclusive):

MS 6643  
MS 6649  
MS 6653  
MS 6656 - MS 6658  
MS 6660 - MS 6699